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July 14, 2009

RECORDATION NO. 28001-A FILED

Ms. Anne K. Quinlan, Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

JUL 14 '09 -9 4 5 AM

**SURFACE TRANSPORTATION BOARD**

Re: BNSF Railway Company  
Capital Lease Financing of Railroad Equipment  
BNSF 2009-B

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Memorandum of Trust Indenture and Security Agreement (BNSF 2009-B), effective as of July 15, 2009, between BNSF 2009-B LLC, as lessor (the "*Lessor*"), and Wells Fargo Bank Northwest, National Association, as indenture trustee (the "*Indenture Trustee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2009-B), effective as of July 15, 2009, between BNSF Railway Company, as lessee (the "*Lessee*") and BNSF 2009-B LLC, as Lessor which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Lessor: BNSF 2009-B LLC  
c/o Wilmington Trust Company, as trustee of the  
BNSF 2009-B Trust  
1100 North Market Street  
Wilmington, Delaware 19890-1605  
Attention: Corporate Trust Administration

Indenture Trustee: Wells Fargo Bank Northwest, National Association  
299 South Main Street, 12th Floor  
MAC: U1228-120  
Salt Lake City, Utah 84111  
Attention: Corporate Trust Department

CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture and Security Agreement consists of the following:

3 ES44AC Locomotives within the series BNSF 6239 through BNSF 6241, inclusive; 30 ES44DC Locomotives within the series BNSF 7475 through BNSF 7504, inclusive; 46 AutoMax II Cars within the series AOK 502210 through AOK 502594; and 25 AutoMax II Cars within the series AOK 502200 through AOK 502264, all as more specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture and Security Agreement  
(BNSF 2009-B).

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312) 845-2991.

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

MDR:dk  
Enclosures

**EXHIBIT A****UNITS**

<b>EQUIPMENT DESCRIPTION</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
<b>ES44AC Locomotives</b>	<b>3</b>	<b>BNSF 6239 through BNSF 6241, inclusive</b>
<b>ES44DC Locomotives</b>	<b>30</b>	<b>BNSF 7475 through BNSF 7504, inclusive</b>
<b>AutoMax II Cars</b>	<b>46</b>	<b>AOK 502210 through AOK 502211, inclusive; AOK 502213 AOK 502220 AOK 502227 AOK 502229 through AOK 502232, inclusive; AOK 502555 AOK 502557 through AOK 502563, inclusive; AOK 502565 AOK 502567 through AOK 502594 inclusive</b>
<b>AutoMax II Cars</b>	<b>25</b>	<b>AOK 502200 through AOK 502202 inclusive; AOK 502204 through AOK 502206, inclusive; AOK 502208 through AOK 502209, inclusive; AOK 502212 AOK 502214 through AOK 502219, inclusive; AOK 502222 through AOK 502226, inclusive AOK 502242 AOK 502244 AOK 502250 AOK 502259 AOK 502264</b>

JUL 14 '09 -9 4 5 AM

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT  
(BNSF 2009-B)**

**SURFACE TRANSPORTATION BOARD**

Memorandum of Trust Indenture and Security Agreement (BNSF 2009-B), effective as of July 15, 2009, by and between BNSF 2009-B LLC, a Delaware limited liability company, as Lessor ("*Lessor*"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").


**WITNESSETH:**

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2009-B), dated as of July 1, 2009 (as amended, supplemented or modified, the "*Trust Indenture*"), by which the Lessor has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Lessor's performance of its obligations as described in the Trust Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BNSF 2009-B LLC

BY: BNSF 2009-B TRUST, its Manager, by  
WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Trustee

By   
Name: Erik E. Overcash  
Title: Assistant Vice President

Executed on this 10<sup>th</sup> day of July, 2009.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of July, 2009.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BNSF 2009-B LLC

BY: BNSF 2009-B TRUST, its Manager, by  
WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of July, 2009.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

By Val T. Orton  
Name: Val T. Orton  
Title: Vice President

Executed on this 10<sup>th</sup> day of July, 2009.



STATE OF DELAWARE           )  
  ) SS.:  
COUNTY OF NEW CASTLE       )

On this, the \_\_\_\_ day of July, 2009, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of Wilmington Trust Company, the trustee of the BNSF 2009-B Trust, the Manager of BNSF 2009-B LLC, that said instrument was signed on July \_\_\_, 2009 on behalf of said limited liability company by authority of its Manager, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

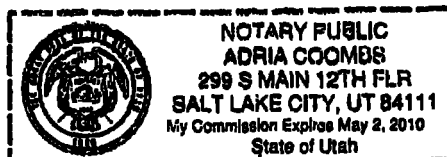
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF UTAH                )  
                                      ) SS.:  
COUNTY OF SALT LAKE        )

On this, the 10<sup>th</sup> day of July, 2009, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on July 10, 2009, on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Adria Coombs  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)



**EXHIBIT A****UNITS**

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AutoMax II Cars	25	AOK 502200 through AOK 502202 inclusive; AOK 502204 through AOK 502206, inclusive; AOK 502208 through AOK 502209, inclusive; AOK 502212 AOK 502214 through AOK 502219, inclusive; AOK 502222 through AOK 502226, inclusive AOK 502242 AOK 502244 AOK 502250 AOK 502259 AOK 502264

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/14/09



Robert W. Alvord